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*Attorneys for Defendants SMART Technologies Inc.,
David A. Martin, Nancy L. Knowlton, G.A. Fitch,
Salim Nathoo, Arvind Sodhani, and Apax Partners*

[Counsel for Additional Parties
Listed on Signature Page]

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
OAKLAND DIVISION

THOMAS E. HARPER and DIANE KEENE,
Individually and On Behalf of All Others
Similarly Situated,

Plaintiffs,

vs.

SMART TECHNOLOGIES, INC., DAVID A.
MARTIN, NANCY L. KNOWLTON, G.A.
FITCH, SALIM NATHOO, ARVIND
SODHANI, INTEL CORPORATION, APAX
PARTNERS, MORGAN STANLEY & CO.
INC., DEUTSCHE BANK AG, and RBC
DOMINION SECURITIES INC,

Defendants.

) Case No. 11 CV 5232 (SBA)

) Assigned to: Hon. Sandra Brown Armstrong

) **STIPULATION AND ORDER**
) **RESCHEDULING INITIAL CASE**
) **MANAGEMENT CONFERENCE AND**
) **FILING OF JOINT CASE MANAGEMENT**
) **STATEMENT**

1 Pursuant to Civil Local Rule 6-2 and this Court's Standing Orders, Defendants SMART
2 Technologies Inc., David A. Martin, Nancy L. Knowlton, G.A. Fitch, Salim Nathoo, Arvind
3 Sodhani, Intel Corporation, Apax Partners, Morgan Stanley & Co. LLC (f/k/a Morgan Stanley &
4 Co. Inc.), Deutsche Bank AG, and RBC Dominion Securities Inc. ("Defendants"), and Plaintiffs
5 Thomas E. Harper and Dianne Keene ("Plaintiffs") (together, the "Parties"), by and through
6 their respective counsel of record, hereby submit the following Stipulation and accompanying
7 Declaration.

8 WHEREAS, the Parties' initial Case Management Conference is scheduled for February 9,
9 2012;

10 WHEREAS, in accordance with the Court's Standing Orders, the Parties must jointly submit
11 a Case Management Statement at least ten (10) days before the date of the Case Management
12 Conference;

13 WHEREAS, on December 16, 2011, the Parties completed briefing on Defendants' Motion
14 to Transfer this action or in the alternative Dismiss or Stay this action and Strike the Class
15 Allegations;

16 WHEREAS, on December 16, 2011, the Parties completed briefing on Plaintiffs' Motion to
17 Remand this action (together with Defendants' Motion, the "Motions");

18 WHEREAS, the Motions remain pending, with this Court scheduled to hear argument on the
19 Motions on March 13, 2012 at 1:00 P.M.;

20 WHEREAS, the resolution of either or both of the Motions potentially will divest this Court
21 of jurisdiction over the instant action;

22 WHEREAS, Plaintiffs and Defendants have conferred and agree that, under the
23 circumstances, deferring the Case Management Conference and submission of a joint Case
24 Management Statement until after the Court has resolved the Motions will conserve resources of the
25 parties and this Court;

26 THEREFORE, Plaintiffs and Defendants, by and through their respective counsel, hereby
27 stipulate as follows:
28

- 1 1. The Parties' initial Case Management Conference shall be rescheduled for a date after
- 2 the Court's resolution of the Motions that is convenient to the Court;
- 3 2. The Parties shall submit a joint Case Management Statement ten (10) days prior to the
- 4 rescheduled date of the initial Case Management Conference.
- 5

6 DATED: January 27, 2012

SIDLEY AUSTIN LLP

7 By: /s/ Andrew W. Stern
8 Andrew W. Stern

9 Attorneys for Defendants SMART
10 TECHNOLOGIES INC., DAVID A. MARTIN,
11 NANCY L. KNOWLTON, G.A. FITCH,
12 SALIM NATHOO, ARVIND SODHANI, and
13 APAX PARTNERS

14 DATED: January 27, 2012

GIBSON, DUNN & CRUTCHER LLP

15 By: /s/ Paul J. Collins
16 Paul J. Collins

17 Attorneys for Defendant
18 INTEL CORPORATION

19 DATED: January 27, 2012

MILBANK, TWEED, HADLEY
& MCCLOY LLP

20 By: /s/ Jerry L. Marks
21 Jerry L. Marks

22 Attorneys for Defendants MORGAN STANLEY
& CO. LLC (F/K/A MORGAN STANLEY & CO.
23 INC.), DEUTSCHE BANK AG, and RBC
DOMINION SECURITIES INC.

24 DATED: January 27, 2012

SCOTT & SCOTT LLP

25 By: /s/ Anne L. Box
26 Anne L. Box

27 Attorneys for Plaintiffs
28 THOMAS E. HARPER and DIANNE KEENE

SIGNATURE ATTESTATION

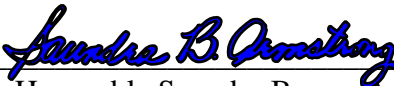
Pursuant to General Order No. 45(X)(B), I hereby attest that I have on file written permission to sign this joint motion from all parties whose signatures are indicated by a conformed signature (/s/) within this e-filed document.

/s/ Andrew W. Stern

O R D E R

PURSUANT TO THE PARTIES' STIPULATION, IT IS SO ORDERED.

DATED: _1/31/12


The Honorable Sandra Brown Armstrong
United States District Court